

THIS NUMBER MUST APPEAR
ON ALL DOCUMENTSBill To:
State of Idaho
****Send invoices to the address listed
below or as indicated in the
comments or instructions field
Boise, ID 83720-0075

State of Idaho

Participating Addendum

Participating Addendum
PADD1078DELIVER TO: State of Idaho Various Agencies
Various State Agencies
located throughout Idaho

Various, ID 83701
Mark.Little@adm.idaho.gov

Date: Sat Feb 26, 2011

F.O.B.: Destination

Terms:

VENDOR: HYGEIA II MEDICAL GROUP INC.
1370 Decision Street
Ste C
Vista, CA 92081
Attn: Controller
Emailed To:
Phone:
Fax:
eCommerce ID: P00000097282

Start of Service Date Tue Jan 25, 2011

End of Service Date: Thu Jan 17, 2013

SOL#: RFQ08488
DOC#: PREQ18555

4 Header Attachments

[PADD1078 Master Price Agreement.pdf](#)
[Breast Pump Contract 01910.doc](#)
[Hygeia Price Schedule.doc](#)
[Hygeia Sales Representative.doc](#)
Buyer: [MARK LITTLE](#) 208-332-1611

Item No	Description	Quantity UOM	Unit Price	Extension
000	BLANKET PURCHASE AGREEMENT (line item particulars follow)	1 lot		\$1,000,000.00
	Total:			\$NaN.00
Blanket Comments:	<p>.....NOTICE OF STATEWIDE CONTRACT (SBPO) AWARD</p> <p>This Contract for is for Breast Pumps and Accessories, pursuant to Western States Contracting Alliance (WSCA) and Washington Master Price Agreement 01910. The contract is for the benefit of State of Idaho Agencies, institutions, and departments and eligible political subdivisions or public agencies as defined by Idaho Code, Section 67-2327. The Division of Purchasing or the requisitioning agency will issue individual releases (delivery or purchase orders) against this Master Contract on an as needed basis for a period of three years commencing January 25, 2011 and ending January 17, 2013.</p> <p>Contract Title:..... Breast Pumps and Accessories Contract Usage Type:.....Optional Use Public Agency Clause:Yes Contract Administration:.....Mary Jepsen ---Phone Number:.....208-332-1607 ---Fax Number:.....208-327-7320 ---E-Mail:.....mary.jepsen@adm.idaho.gov</p> <p>Contractor's Primary Contacts ---Attn:..... Richard Weston ---Address:..... 1370 Decision Street, Suite C ---City, State, Zip:..... Vista, CA 92081</p> <p>Phone Number:..... 760-597-8811 Fax Number:..... 760-597-8848 E-Mail:..... Richard.weston@hygeiababy.com</p> <p>CONTRACTOR: Ship to the FOB DESTINATION point and BILL DIRECTLY to the ORDERING AGENCY. DO NOT MAIL INVOICES TO THE DIVISION OF PURCHASING. Notating the Contract Award Number on any invoices/statement will facilitate the efficient processing of payment.</p>			
Item No	Description	Quantity UOM	Unit Price	Extension
1	Breast Pumps and Accessories per the Washington Master Price Agreement Contract Number 01910 (465-78) (nt)	1 LOT	\$1,000,000.00	\$1,000,000.00

<p>General Comments:</p>	<p>QUANTITIES: The State of Idaho, Division of Purchasing can only give approximations of quantities and will not be held responsible for figures given in this document.</p>	
	<p>For ordering and payment information see the above contact information</p>	
	<p>THIS CONTRACT, (including any files attached), CONSTITUTES THE STATE OF IDAHO'S ACCEPTANCE OF YOUR SIGNED BID, QUOTATION, OR OFFER (including any electronic bid submission), WHICH SUBMISSION IS INCORPORATED HEREIN BY REFERENCE AS THOUGH SET FORTH IN FULL.</p>	
	<p>In the event of any inconsistency, unless otherwise provided herein, such inconsistency shall be resolved by giving precedence in the following order:</p>	
	<ol style="list-style-type: none"> 1. This Statewide Blanket Purchase Order document. 2. The state of Utah's original solicitation document. 3. The Contractor's signed bid, quotation, or offer. 	
<p>INVOICES MUST BE SENT TO THE IDAHO ORDERING AGENCY.</p>		
<p>Instructions:</p>		
<p>Freight / Handling Included in Price</p>		
		Signed By: MARK LITTLE

PARTICIPATING ADDENDUM
WESTERN STATES CONTRACTING ALLIANCE
For
BREAST PUMPS (WSCA/WIC)
Administered by the State of Washington (hereinafter "Lead State")

MASTER PRICE AGREEMENT
HYGEIA II MEDICAL GROUP

Washington Contract Number: 01910

[hereinafter "Contractor"]

And

State of Idaho

[hereinafter "Participating State" or "Participating Entity" (if not a state)]

PADD1078

1. Scope

This Addendum covers the WSCA/ Breast Pumps Contract lead by the State of Washington, for members of WSCA or NASPO, for use by Participating Entity's programs, including Women, Infants & Children Programs office.

2. Participation

Use of specific WSCA/NASPO cooperative contract by state agencies, political subdivisions and other entities (including cooperatives) authorized by an individual state's statutes to use state contracts are subject to the approval of the respective State Chief Procurement Officer. Issues of interpretation and eligibility for participation are solely within the authority of the State Chief Procurement Official.

3. Changes

Idaho Administrative Reporting and Fees:

The contractor agrees to provide quarterly price agreement utilization reports to the Idaho administrator in accordance with the following schedule:

<u>Period End</u>	<u>Report Due</u>
June 30	July 31
September 30	October 31
December 31	January 31
March 31	April 30

The contractor will submit quarterly reports to the Idaho Administrator. These reports shall include the gross Idaho Sales, less returns, cancellations, and replacements for the quarterly period subtotaled by procuring agency name within procuring agency state name. The report shall be accompanied with a check payable to the Treasurer, State of Idaho for an amount equal to 1.25% of the gross Idaho sales (less returns and credits) for the quarterly period. The State understands and agrees that Contractor may raise the negotiated Washington Price Agreement

prices by this amount. This report will be provided 30 calendar days from the close of the calendar quarter.

Applicable Law:

Notwithstanding Washington Contract Number: 01910 and the provisions thereof, Washington Contract Number: 01910 is supplemented with the following, which will apply to this PA.

The State of Idaho's PA and all purchase orders issued thereunder by procuring agencies shall be construed in accordance with, and governed by the laws of the State of Idaho. Except to the extent the provision of the PA are clearly inconsistent therewith, the PA shall also be governed by the applicable provisions of the Idaho Uniform Commercial Code (IUCC). To the extent this PA entails delivery or performance of services, such services shall be deemed "goods" within the meaning of the IUCC, except where deeming such services as "goods" would result in a clearly unreasonable interpretation. Any action to enforce provisions of this PA shall be brought in state district court in Ada County, Boise, Idaho. In the even any term of this PA is held to be invalid or unenforceable by a court, the remaining terms of this PA will remain in force.

4. Primary Contacts

The primary **contact individuals for this Addendum** are as follows (or their named successors):

Master Agreement Contacts:

Lead State Contract Administrator:

Name: Melissa Cox, Contracts Specialist
Address: Department of General Administration, Office of State Procurement
210 11th Ave SW Rm 201
Olympia, WA 98504-1101
Voice: (360) 902.7439
Fax: (360) 586.2426
E-mail: mcox@ga.wa.gov

Contractor:

Name: Richard Weston, President
Address: Hygeia II Medical Group, 1370 Decision Street, Suite C, Vista, CA 92081
Voice: 760-597-8811
Fax: 760-597-8848
E-mail: Richard.weston@hygeiababy.com

Participating Addendum Contacts:

Participating State:

Name: Mary Jepsen
Address: 650 W State Street., Room B-15, Boise, ID 83720-0075
Telephone: 208-332-1607
Fax: 208.327-7320
E-mail: mary.jepsen@adm.idaho.gov

1. **Purchase Order Instructions:**

All orders should contain the following (1) Mandatory Language "PO is subject to WSCA Contract #01910" (2) Your Name, Address, Contact & Phone-Number (3) Purchase order amount, monthly payment (if appropriate), itemized list of items being purchased, and rates of the service being used.

2. **Price Agreement Number:** All purchase orders issued by purchasing entities within the jurisdiction of this participating addendum shall include the Participating State contract number: [PADD 1078] and the Lead State price agreement number: 01910.

This Participating Addendum and the Master Price Agreement number 01910 (administered by the State of Washington) together with its exhibits, set forth the entire agreement between the parties with respect to the subject matter of all previous communications, representations or agreements, whether oral or written, with respect to the subject matter hereof. Terms and conditions inconsistent with, contrary or in addition to the terms and conditions of this Addendum and the Price Agreement, together with its exhibits shall not be added to or incorporated into this Addendum or the Price Agreement and its exhibits, by any subsequent purchase order or otherwise, and any such attempts to add or incorporate such terms and conditions are hereby rejected. The terms and conditions of this Addendum and the Price Agreement and its exhibits shall prevail and govern in the case of any such inconsistent or additional terms within the Participating State.

IN WITNESS WHEREOF, the parties have executed this Addendum as of the date of execution by Contractor below.

State of Idaho

Division of Purchasing

By: 

Name: Mark Little

Title: Purchasing Manager

Date: 2/23/11

Contractor: Hygeia II Medical Group, Inc.

By: 

Name: Richard Weston

Title: President

Date: 2/15/11